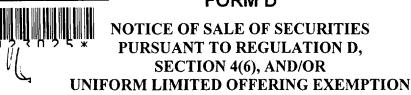
# 

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D



OMB APPROVAL										
OMB Number: 3235-0076										
Expires:	May 31,2005									
Estimated average burden										
hours per re	sponse 16.00									
SEC	USE ONLY									
Prefix	Serial									
DAT	E RECEIVED									
1	1									

Name of Offering (☐ check if this is an an Series A Preferred Stock Financing	nendment and name	has changed, and	l indicate	change.)		
Filing Under (Check box(es) that apply):	□Rule 504	☐ Rule 505	☑Rule:	506 E	Section 4(6)	☐ ULOE
Type of Filing:	□Amendment				755 FD 45	<b>A</b>
	A. BASIC ID	ENTIFICATIO	N DATA		PRO	CESSED
1. Enter the information requested about	the issuer					
Name of Issuer ( check if this is an amen	dment and name has	changed, and in	dicate cha	nge.)	FEB	17 2006
Woven Systems, Inc.					THE	ARCON .
Address of Executive Offices	(Number and Stree	t, City State, Zip	Code)	Telephone	Number (Inch)	ding Azea Code)
1095 E. Duane Avenue, Suite 205, Sur	inyvale, CA 94085			408 4	81-0900	AJANUT.
Address of Principal Business Operations	(Number and Stree	t, City State, Zip	Code)	Telephone	Number (fitte	ding Area Code)
(if different from Executive Offices)						120
Brief Description of Business				1	JAN 25	19 200 E
Develop and manufacture networking	equipment for high p	erformance com	puting sys	stems		2096
Type of Business Organization					PC 213	CTION
☑ corporation	☐ limited partnersh	nip, already form	ed	□ oti	ner (please spec	jey):
☐ business trust	☐ limited partnersh	nip, to be formed				
Actual or Estimated Date of Incorporation of	or Organization:	Month Ye		☑Actual	☐ Estimat	ed
Jurisdiction of Incorporation or Organization	`	ter U.S. Postal S a; FN for other fo			or State:	D E

### GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

			A. BASIC IDENTIF	ICATION DATA			
		n requested of too	the following: er, if the issuer has been	organized within the pas	t five years;		
		icial owner hav curities of the i	ing the power to vote or ssuer;	dispose, or direct the vo	te or disposition	of, 1	0% more of a class
		tive officer and issuers; and	director of corporate iss	suers and of corporate ge	eneral and manag	ing r	partners of
• 1	Each gener	al and managin	g partner of partnership	issuers.	•		
Check Box(es) that	t Apply:	☐ Promoter	☑Beneficial Owner	☑Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last n	ame first, i	f individual)					
Maltbie, Dan	iel						
Business or Reside	ence Addre	ss (Number and	Street, City, State, Zip	Code)			
1095 E. Duar		e. 205, Sunnyv	ale, CA 94085	· · · · · · · · · · · · · · · · · · ·			
Check Box(es) tha	it Apply:	□Promoter	☑ Beneficial Owner	☑Executive Officer	□-Director	D	General and/or Managing Partner
Full Name (Last n	ame first, i	findividual)					
Tanaka, Bert							
		ss (Number and 205, Sunnyv	Street, City, State, Zip ale, CA 94085	Code)			
Check Box(es) tha	t Apply:	☐ Promoter	☑Beneficial Owner	□Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last na Mihelich, Joe		findividual)	, ,, ,, ,, ,, ,, ,, ,, ,, ,, ,, ,, ,, ,				
Business or Reside	nce Addre	ss (Number and	Street, City, State, Zip	Code)	<del></del>		
1095 E. Duan	e Ave., Ste	e. 205, Sunnyva	ale, CA 94085				
Check Box(es) tha	t Apply:	☐ Promoter	☑Beneficial Owner	☑ Executive Officer	☑ Director	o:	General and/or Managing Partner
Full Name (Last na	ame first, if	individual)					
Quackenboss	, Harry						
그 항상이 하는 건강을 연락했다.	aldre e kier i Jig	병취 내용하는 학생이가 되었다	Street, City, State, Zip	Code)			
Check Box(es) tha		205, Sunnyva □ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last na	•	•					Managing Partiter
Palomar Ven			Street, City, State, Zip	Code			
		•	• • • • • • • • • • • • • • • • • • • •	Code)			
	<del></del>		Monica, CA 90401	☐ Executive Officer	T Diseason		General and/or
Check Box(es) that	ı Appıy:	☐ Promoter	☑Beneficial Owner	La Executive Officer	☐ Director		Managing Partner
Full Name (Last na	ame first, if	individual)					
Palomar Ven							
	선생님 가장 사용하다 살	화물이 되었다.	Street, City, State, Zip	Code)		e Milija Ka	
1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			Monica, CA 90401			<u> </u>	
Check Box(es) that	t Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	□ Director		General and/or

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Managing Partner

### A. DASIC IDENTIFICATION DATA

3. Enter th		on requested of too	_	organized within the pas	t five vears:		
•	Each benef		ing the power to vote or	dispose, or direct the vo	•	of, 109	% more of a class
•	Each execu			suers and of corporate ge	eneral and managi	ng pai	rtners of
•	•		g partner of partnership	issuers.			
Check Box(es) th	nat Apply:	☐ Promoter	☑Beneficial Owner	□Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last	name first, i	if individual)			<u> </u>		vianaging i artifei
Goldman Sa	ichs Direct	Investment Fu	nd 2000, L.P.				·
Business or Resid	dence Addre	ess (Number and	l Street, City, State, Zip	Code)			
		San Francisco,			- <del>1</del> 111-22		
Check Box(es) th			☑ Beneficial Owner	☐Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last The Goldma							
Business or Resid	dence Addre	ess (Number and	Street, City, State, Zip	Code)		And Co	
555 Califori	iia Street, S	San Francisco,	CA 94104	(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)			
Check Box(es) th	at Apply:	☐ Promoter	☑Beneficial Owner	☐Executive Officer	☑ Director		
		f individual)					
	Managing Partner  Full Name (Last name first, if individual)  Obuch, Robert  Business or Residence Address (Number and Street, City, State, Zip Code)  Palomar Ventures, 100 Wilshire Blvd., Suite. 1700, Santa Monica, CA 90401  Check Box(es) that Apply □ Promoter ☑ Beneficial Owner □ Executive Officer ☑ Director ☑ General and/or Managing Partner						
		•	•	ŕ			
	A STATE OF THE STA	The Company of the Co	March Switch Tolking Charles of the control of the	Secretary of May 11 to 10 to 1	☑ Director		
Full Name (Last		f individual)					
Perrone, Pe		OF L	Press Circ Res 7:	Godovija i salazira			
나 하다 살빛이 다 라이 중요한다.			Street, City, State, Zip	The state of the s	in a series		
Check Box(es) th		Principal inve ☐ Promoter	Beneficial Owner	ornia Street, San Franc ☐ Executive Officer	☐ Director		General and/or
Full Name (Last i	name first, i	f individual)	, , , , , , , , , , , , , , , , , , ,			N	Managing Partner
Business or Resid	ience Addre	ess (Number and	Street, City, State, Zip	Code)			
Check Box(es) th	at Apply:⊃	☐ Promoter	□Beneficial Owner	☐ Executive Officer	☐ Director	200	General and/or Managing Partner
Full Name (Last i	name first, i	f individual)					
Business or Resid	lence Addre	ss (Number and	Street, City, State, Zip	Code)			
Check Box(es) th	at Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last in Business or Resident			Street, City, State, Zip	Code)			
		(Use blar	nk sheet, or copy and use addit	tional copies of this sheet, as n	ecessary)		

			<b>*</b> \$ \$ 5.	B. l	NFOR	RMA	TION A	BOUT OF	FERING		w , 기 : 11 기 : 11			. 3. 13.
1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to	non	-accredit	ed investors	s in this of	fering?		Yes		No 🗹
			A	Answer also	in App	endix	t, Column	2, if filing u	nder ULOE					
2. Wha	t is the mir	imum inve	estment tha	it will be a	ccepte	d fro	m any ind	dividual?	•••••			\$	n/a	
3. Does	s the offeri	ng permit j	oint owner	ship of a s	ingle u	nit?.			•••••			Yes		No 🗹
simil an as or de infor	ar remuner sociated pe ealer. If m mation for	ation for serson or ago fore than for that broken	olicitation ent of a bro ive (5) per r or dealer	of purchas oker or dearsons to be only.	ers in a	conn ister	ection w ed with t	vill be paid of the sales of s	securities for with a	in the offe state or sta	ring. It	f a po	erson to be name of th	e listed is ne broker
Full Nam	ie (Last nar	ne first, if	individual)	•										
Business	or Residen	ce Address	s (Number	and Street	, City,	State	, Zip Co	de)				<del>,                                     </del>		
Name of	Associated	Broker or	Dealer											
	Which Pers							sers						Il States
AL 🗆	AK 🗆	AZ 🗆	AR 🗆	CA 🗆	со		ст 🗆	DE 🗆	DC 🗆	FL 🖸	GA		HI 🗆	ID 🗆
IL 🗆	IN 🗆	IA 🗆	ks □	KY □	LA		ME 🗆	MD □	MA 🗆	мі 🗆	MN		MS □	мо 🗆
мт 🗆	NE 🗆	NV 🗆	NH □	ил 🗖	NM		NY 🗆	NC 🗆	ND 🗆	он 🗆	ок		OR 🗆	РА □
RI 🗆	sc 🛘	SD 🗆	TN 🗆	тх 🗆	UT		VT 🗆	VA 🗆	wa 🗆	w $\square$	WI		wy 🗆	PR 🗆
Full Nam	e (Last nar	ne first, if	individual)											
Business	or Residen	ce Address	(Number	and Street	, City,	State	, Zip Co	de)						
Name of	Associated	Broker or	Dealer	-							··			
	Which Pers							sers					ПА	Il States
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RI 🗆	sc 🗆	SD 🗆	TN 🗆	тх 🗆	UT		VT 🗆	VA □	WA 🗆	wv 🗆	WI		wy 🗆	PR □
Full Nam	e (Last nan	ne first, if i	individual)		<del></del>						***********			
Business	or Residen	ce Address	(Number	and Street,	City,	State	, Zip Coo	de)				•		
Name of	Associated	Broker or	Dealer											
	Which Pers							sers	·			-	[T] A1	Il States
AL 🗆	AK 🗆	AZ 🗆	AR 🗆	CA $\Box$	со		СТ 🗆	DE 🗆	DC 🗆	FL 🗆	GA		цал	ID 🗆
IL 🗆	IN 🗆	IA 🗆	ks □	KY 🗆	LA		ME 🗆	MD 🗆	MA 🗆	MI 🗆	MN		MS □	мо 🗆
мт 🗆	NE 🗆	NV 🗆	NH 🗆	NJ 🗆	NM		NY 🗆	NC 🗆	ND 🗀	он 🗆	OK		OR 🗆	PA 🗆
RI 🗆	sc 🗆	SD 🗆	TN 🗆	тх 🗆	UT		VT 🗆	VA 🗆	WA 🗆	w 🗆	WI		wy 🗆	PR 🗆

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

### OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \Pi \) and indicate in the columns below the amounts of the securities for exchange and already exchanged. Aggregate Amount Already Offering Price Type of Security Sold 0 \$ Debt ...... Equity ..... 11,500,000 5,010,534 ☐ Common Convertible Securities (including warrants) Partnership Interests ..... \$ 0 \$ 0 Other (Specify Total ..... 11,500,000 5,010,534 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero." Aggregate Number **Dollar Amount** Investors of Purchases 5,010,534 Accredited Investors..... Non-accredited Investors \$ Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of **Dollar Amount** Type of Offering Security Sold Rule 505 ..... \$ Regulation A ..... \$ Rule 504 ..... Total ..... a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees \$ Printing and Engraving Costs.... 65,000 Legal Fees ..... $\square$

Accounting Fees.

Engineering Fees .....

Total .....

 $\square$ 

 $\square$ 

□ \$

3.000

68,000

27.	C. DEFERING PRICE NUMBER OF INVESTORS, EX	PEN	ISES	AND USE OF PI	ROCE	EDS	
•	b. Enter the difference between the aggregate offering price given in Part C - Question 1 and total expenses furnished in response to Part C 4.a. This difference is the "adjusted gross proceeds to the issuer."	- O	uesti	o <b>n</b>		\$	4,942,534
<b>5</b> .	Indicate below the amount of the adjusted gross proceeds to the issuproposed to be used for each of the purposes shown. If the amount for a is not known, furnish an estimate and check the box to the left of the est total of the payments listed must equal the adjusted gross proceeds to the forth in response to Part C – Question 4.b above.	any p imat	о <mark>игр</mark> о e. Т	se he			
				Payments to Officers, Directors & Affiliates			Payments to Others
	Salaries and fees		\$		_ 🗆	\$	
	Purchase of real estate		\$			\$	
	Purchase, rental or leasing and installment of machinery and equipment		\$		. 🗆	\$	
	Construction or leasing of plant buildings and facilities		\$		. 0	\$	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	0	\$			\$	
	Repayment of indebtedness		\$			\$	
	Working capital		\$		Ø	\$	4,942,534
	Other (specify):		\$			\$	
			\$			\$	
	Column Totals		\$		Ø	\$	4,942,534
	Total Payments Listed (column totals added)			☑ \$	4,9	42,53	14
					9.5		
the wri	issuer has duly caused this notice to be signed by the undersigned duly at following signature constitutes an undertaking by the issuer to furnish to the request of its staff, the information furnished by the issuer to any ree 502.	o the	U.S	. Securities and Ex	xchang	e Cor	nmission, upon
Issu	er (Print or Type) Signature			Da	te		
	Woven Systems, Inc.	111	1	Jan	uary I	0, 200	06
Nar	ne of Signer (Print or Type) Title of Signer (Print or Ty	/pe)					
	Harry Quackenboss President/CEO						

# **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. S	TATE SIGNATURE—NOT APPLICABLE	
1.	•	esently subject to any of the disqualification provis	
	Se	e Appendix, Column 5, for state response.	
2.	The undersigned issuer hereby undertakes to Form D (17 CFR 239.500) at such times as re	furnish to any state administrator of any state in wequired by state law.	hich this notice is filed a notice on
3.	The undersigned hereby undertakes to furnishing issuer to offerees.	n to the state administrators, upon written request, i	information furnished by the
4.	Limited Offering Exemption (ULOE) of the	uer is familiar with the conditions that must be satistate in which this notice is filed and understands the of establishing that these conditions have been satisfied.	at the issuer claiming the
	e issuer has read this notification and knows the lersigned duly authorized person.	e contents to be true and has duly caused this notice	e to be signed on its behalf by the
Issi	uer (Print or Type)	Signature	Date
Na	me (Print or Type)	Title (Print or Type)	

### Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				A	PPENDIX				
' '1		2	3		Disqual under	ification State			
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in State (Part C-Item 1)		UL (if yes, explana waiver ( (Part E-	attach ation of granted)			
G			Series A	Number of Accredited		C-Item 2)  Number of Non- Accredited			
State	Yes	No	Preferred Stock	Investors	Amount	Investors	Amount	Yes	No
AL									
AK_AZ									
AR		<u> </u>	<u> </u>				<u> </u>		
CA		Ø		6	\$5,010,534	0	0		
CO				0	\$5,010,334	· · · · · · · · · · · · · · · · · · ·	· · ·		
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DE									
DC				· · · · · · · · · · · · · · · · · · ·					
FL								<u> </u>	
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VT				<del>                                     </del>					
VA				<del>                                     </del>					
WA WA									
WA				L		<u> </u>	L.,	<u> </u>	

(15.64.88.83) .		8-151.722×339		Al	YENDIX				
, 1		2	3		5				
	to non-a	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in State (Part C-Item 1)	ate   Type of investor a tate   amount purchased in		Type of investor and amount purchased in State (Part C-Item 2)			
State	Yes	No	Series A Preferred Stock	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
wv						<del></del>			
WI									
WY									
PR									